



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

RECORDATION NO. **21586-B** FILED

NOV 20 '00

2-4 3 PM

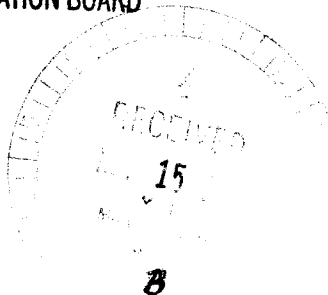
VIA UPS NEXT DAY AIR

TS

**SURFACE TRANSPORTATION BOARD**

November 14, 2000

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 9, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 21586 on August 17, 1998.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Massachusetts Central Railroad Corp.  
One Wilbraham Street  
Palmer, MA 01069-9650

A description of the railroad equipment covered by the enclosed document is thirty-four (34) 3 unit double stack intermodal cars. Cars are being remarked from MCER marks to NOKL marks (please see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Massachusetts Central Railroad Corporation, Lessee, covering 3 unit double stack intermodal cars. Cars are being remarked from MCER marks to NOKL marks (please see Exhibit A for car numbers).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(MCER010)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of June, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Massachusetts Central Railroad Corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 5, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2000, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Domrowski

Name: K.A. Domrowski

Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

Executed on this 9th day of June, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of June, 2000.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



RECORDATION NO. 21586-B FILED

NOV 20 '00 2:43 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

MASSACHUSETTS CENTRAL RAILROAD CORPORATION

By: G. A. Hoepner

Name: GARY A. HOEPNER

Title: VPKRO

ATTEST:

By: Kathleen M. Parmenter

Name: KATHLEEN M. PARMENTER

Title: Clerk

Executed on this 5<sup>th</sup> day of June 2000.

[CORPORATE SEAL]

STATE OF MASSACHUSETTS

COUNTY OF Worcester

I, Robert V Williams, a Notary Public of the County and State aforesaid, certify that GARY A. HOEPNER personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5 day of June, 2000

Robert V Williams  
Notary Public

Commission Expires:

~~My Commission Expires February 2, 2001~~

(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Thirty-four (34) Cars

DESCRIPTION OF CARS:    3 Unit Double Stack Intermodal Cars

CAR NUMBERS:            See below: MCER marks to be remarked to NOKL marks  
to be determined

		REMARK TO NOKL	
MCER	5126	NOKL	230511
MCER	5128	NOKL	230502
MCER	5129	NOKL	230503
MCER	5132	NOKL	230506
MCER	5135	NOKL	230509
MCER	5136	NOKL	230510
MCER	5138	NOKL	230512
MCER	5139	NOKL	230513
MCER	5140	NOKL	230514
MCER	5145	NOKL	230519
MCER	5147	NOKL	230521
MCER	5150	NOKL	230524
MCER	5152	NOKL	230526
MCER	5153	NOKL	230527
MCER	5154	NOKL	230528
MCER	5155	NOKL	230529
MCER	5157	NOKL	230531
NOKL	230500		
NOKL	230501		
NOKL	230504		
NOKL	230505		
NOKL	230507		
NOKL	230508		
NOKL	230515		
NOKL	230516		
NOKL	230517		
NOKL	230518		
NOKL	230520		
NOKL	230522		
NOKL	230523		
NOKL	230525		
NOKL	230530		
NOKL	230532		
NOKL	230533		